

Jorge O. Elorza  
Mayor

Nicholas J. Hemond  
President of School Board

Christopher N. Maher  
Superintendent



Providence Public School District  
School Board Office  
797 Westminster Street  
Providence, RI 02903-4045  
phone 401.456.9100  
fax 401.456.9252  
www.providenceschools.org

March 29, 2019

**VIA CERTIFIED MAIL**

**RRR# 7019 0160 0000 9660 6702**

Times<sup>2</sup> Incorporated  
Attn: Maxford O. Foster, Esq., President  
50 Fillmore Street  
Providence, Rhode Island 02908

**Re: Notice of Breach and Termination**

Dear Mr. Foster:

As you are aware, the Providence School Department (hereinafter the "PSD" or "District") and Times<sup>2</sup> Incorporated (hereinafter "Times<sup>2</sup>") (collectively hereinafter the "Parties") entered into a Charter School Management Agreement (hereinafter the "Agreement") pursuant to which the Parties agreed that Times<sup>2</sup> would serve as the PSD's managing agent for the day-to-day operation of a District Charter School subject to the District's oversight.

Section 21(b) of the Agreement provides, *inter alia*, that Times<sup>2</sup> shall consult with the PSD "to recruit, select, and supervise the administrator, principal, or other designated head of school . . . ." This Section further provides that the terms of the administrator's employment contract and the administrator's proposed duties and compensation must be approved by the PSD.

Notwithstanding this express requirement, it has come to the District's attention that Times<sup>2</sup> recruited and selected Dr. Rudolph Moseley, Jr. to be the administrator or designated head of school apart from and without consultation with the PSD and that Times<sup>2</sup> furthermore failed to present its proposed employment contract, duties, and compensation for Dr. Moseley to the PSD for its consideration and approval as mandated by the Agreement. As the Parties expressly acknowledged in Section 21(b) that this accountability of Times<sup>2</sup> to the PSD "is an **essential element** of [the] Agreement," the PSD considers this selection and appointment of Dr. Moseley by Times<sup>2</sup> to be an *ultra vires* act and a substantial breach of the material terms and conditions of the Agreement pursuant to Section 25(c).

Additionally, Section 20(k) requires Times<sup>2</sup> to provide financial reports to PSD regarding the charter school's finances no less than quarterly. Times<sup>2</sup> has failed to provide such reports.

Accordingly, Times<sup>2</sup> is hereby notified of said breach and of the PSD's intent to terminate the Agreement effective the last day of the 2018-2019 academic year – June 19, 2019. Times<sup>2</sup> shall have ninety (90) days from the date of receipt of this notice to cure this breach by providing PSD with quarterly financial reports dating back to the beginning of 2014, consulting with the PSD on the recruitment and selection of an administrator and presenting the proposed employment contract, duties, and compensation of said administrator to the PSD for consideration and approval. **Should Times<sup>2</sup> fail to cure this breach to the satisfaction of the District within ninety (90) days of receipt of this notice, the Agreement shall terminate effective June 19, 2019.**

Additionally, as Dr. Moseley's employment was not undertaken in accordance with the terms of the Agreement, he retains no authority to act as school administrator under the PSD's Charter. Times<sup>2</sup> is therefore ordered to immediately **cease and desist** permitting Dr. Moseley to operate in this capacity, whereupon a designee of the Superintendent of the PSD will act as interim school administrator until such time as the aforementioned breach is cured or termination of the Agreement otherwise becomes effective.

This correspondence shall not be construed in any way as an alteration or waiver of any rights, claims, or interests which the PSD and the Providence School Board may have, in law or in equity, all of which are expressly reserved.

Thank you for your prompt attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'N. Hemond', with a stylized flourish at the end.

Nicholas J. Hemond  
President  
Providence School Board

Cc: Christopher N. Maher, Superintendent, PPSD  
Charles A. Ruggerio, Esq.  
Dr. Rudolph Moseley, Jr.  
Stephen M. Robinson, Esq.  
Dr. Ken Wagner, Commissioner, RI Department of Education